



RECORDATION NO. 19972-F FILED

JUL 25 '12 -3 26 PM

SURFACE TRANSPORTATION BOARD

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July 25, 2012

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Notice of Termination of Lease dated as of July 25, 2012 (the "Notice") by Citicorp Railmark, Inc. ("CitiRail"), which Notice is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Notice relates to the Railcar Lease Agreement (the "Lease") dated as of March 11, 1996 between Transaccess II, L.P., as original lessor ("Original Lessor"), and SOO Line Railroad Company, as lessee, and the assignment by the Original Lessor of its rights and obligations under the Lease to CitiRail pursuant to the Assignment and Assumption Agreement dated as of December 31, 1996 between the Original Lessor and CitiRail, which was filed with the STB on January 3, 1997 under recordation number 19972-C.

The name and address of the party to the enclosed Notice is:

Successor Lessor: Citicorp Railmark, Inc.
390 Greenwich Street, 1st Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed Notice is as follows: all railcars remaining subject to the Lease; provided that those obligations, if any, of lessee under the Lease which by the terms or intent of the Lease are to survive termination of the Lease are not terminated.

The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.



Ms. Cynthia T. Brown
July 25, 2012
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Kindly return a file-stamped copy of the Notice and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Notice of Termination of Lease dated as of July 25, 2012 by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Assignment and Assumption Agreement dated as of December 31, 1996 between Transaccess II, L.P. and Citicorp Railmark, Inc., which was duly filed with the Surface Transportation Board on January 3, 1997 under recordation number 19972-C.

Thank you for your attention to this request.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

RECORDATION NO. 19972-F REC

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NOTICE OF TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

The undersigned, Citicorp Railmark, Inc. ("CitiRail"), as successor lessee, publishes this Notice of Termination of Lease and states that the Railcar Lease Agreement dated as of March 11, 1996 between Transconex II, L.P., as original lessor (the "Original Lessor"), and SOO Line Railroad Company, as lessee (the "Lease") is hereby terminated with respect to all railcars remaining subject therein, except with respect to those obligations, if any, of lessee under the Lease which by the terms or intent of the Lease are to survive such termination.

Pursuant to the Assignment and Assumption Agreement dated as of December 31, 1996 (the "Assignment Agreement") between the Original Lessor and CitiRail, the Original Lessor assigned and CitiRail assumed the rights and obligations of the Original Lessor under the Lease. The Assignment Agreement was filed with the Surface Transportation Board on January 3, 1997 under recordation number 19972-C.

IN WITNESS WHEREOF, the undersigned has caused this Notice of Termination of Lease to be executed by a duly authorized officer as of this 25 day of July, 2012.

I certify that I hold the title set forth below, that this instrument was signed on behalf of CitiRail by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of CitiRail. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.By: 

Name: Thomas McGraw

Title: Senior Vice President